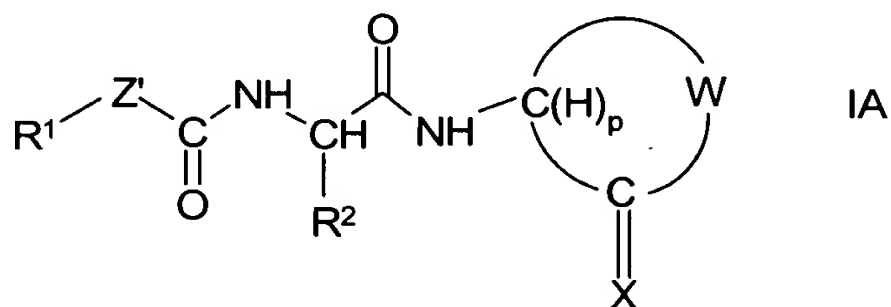
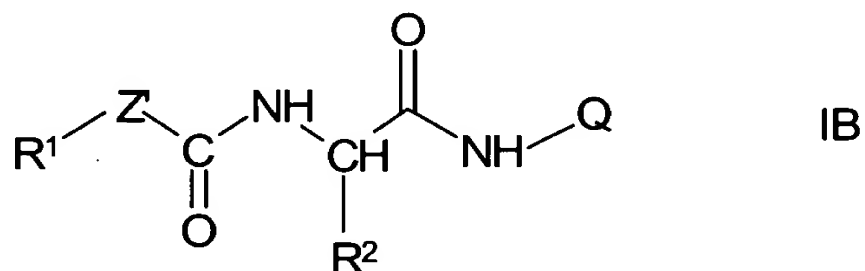


-- The compounds of formula I wherein m is 1 and n is 1 can be represented by the following formula:

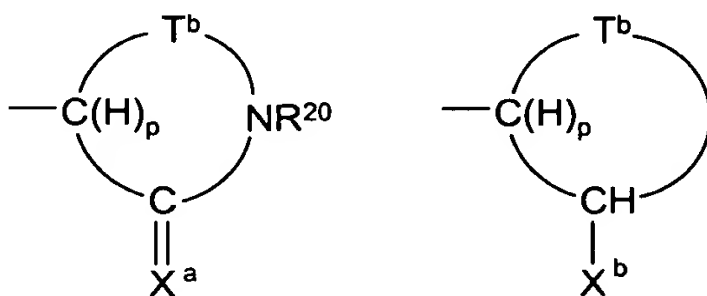


wherein R¹, R², W, X and p are as defined hereinabove with respect to formula I and Z' is represented by the formula -CX'X''-, -T-CH₂- or -T-C(O)- where T is selected from the group consisting oxygen, sulfur, -NR⁵ where R⁵ is hydrogen, acyl, alkyl, aryl or heteroaryl group; X' is hydrogen, hydroxy or fluoro; X'' is hydrogen, hydroxy or fluoro, or X' and X'' together form an oxo group.

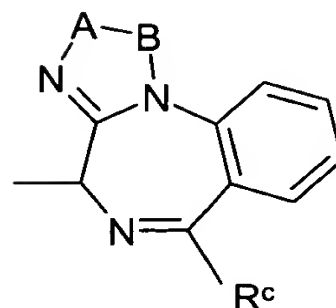
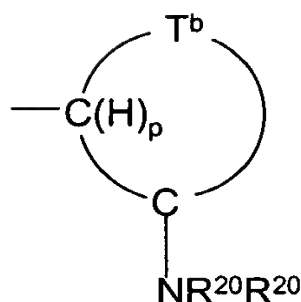
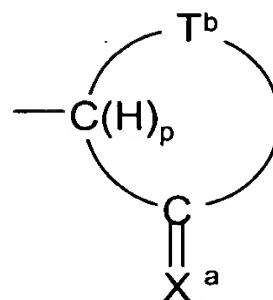
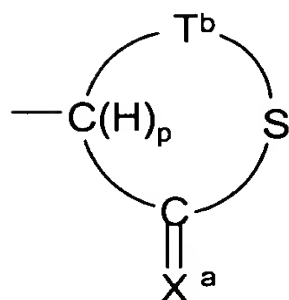
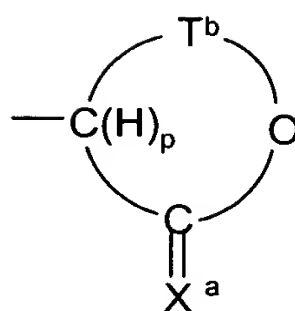
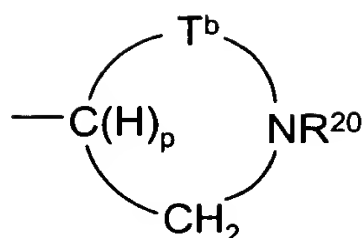
A further grouping of compounds within the invention can be represented by the following formula IB:



wherein R¹ and R² are defined hereinabove with respect to formula I, Z' is defined hereinabove with respect to formula IA, and Q is selected from the group of monocyclic and polycyclic groups having the formulas:



contd.
B 2



wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, q is an integer of from 1 to 3;

X^a is oxo or thioxo; X^b is hydroxy ($-OH$) or mecapto ($-SH$);

contd.

B. 2

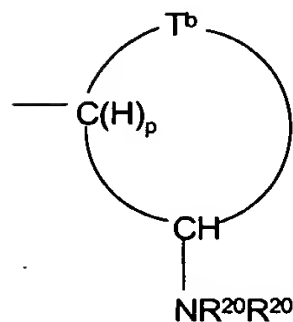
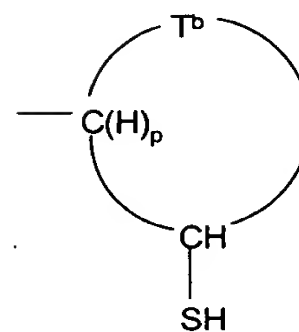
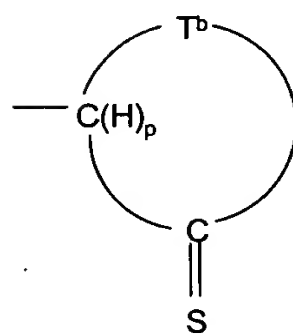
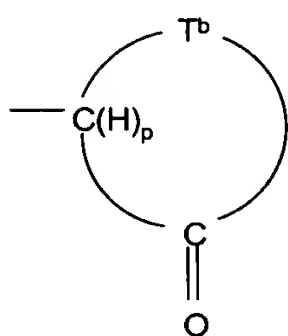
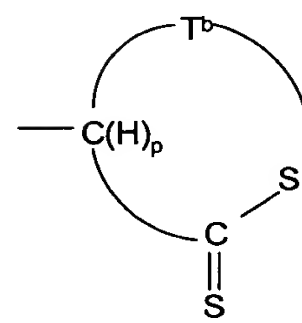
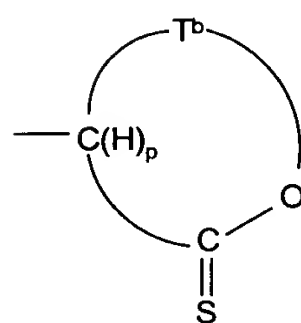
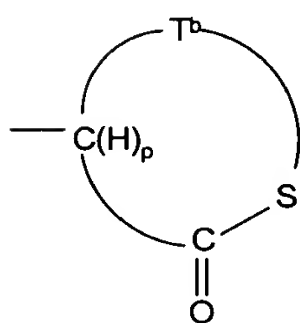
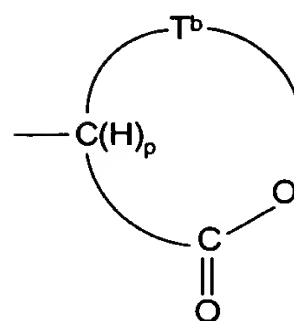
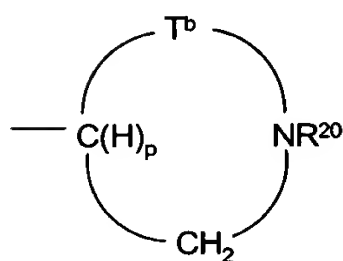
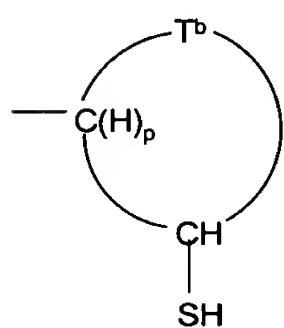
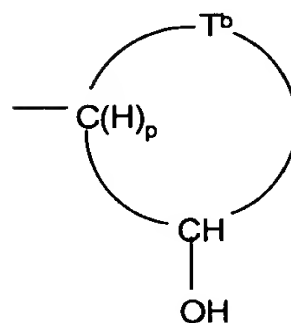
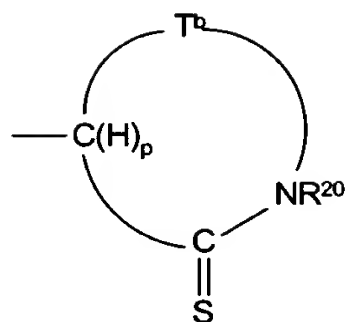
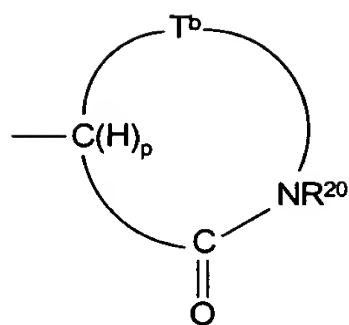
A-B is selected from the group consisting of alkylene, alkenylene, substituted alkylene, substituted alkenylene and $-N=CH-$; R^c is selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, heterocyclic, cycloalkyl, and substituted cycloalkyl; and

p is an integer equal to 0 or 1 such that when p is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH .--

Please insert the following paragraphs before the first paragraph on page 87, line 1: ✓

-- The cyclic groups defined by W , together with $-C(H)_pC(=X)-$ includes the heterocyclic groups having the following formulas:

contd.
B³



control
B3

wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3;

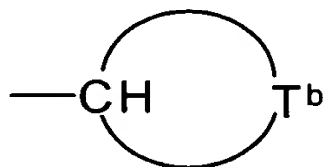
p is an integer equal to 0 or 1 such that when p is zero, the ring defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH ;

and pharmaceutically acceptable salts thereof.--

On page 87 paragraph 1, (lines 1-21) please replace with the following: ✓

B4

-- Preferred cyclic groups defined by W and $-C(H)_pC(=X)-$ include cycloalkyl, lactone, lactam, benzazepinone, dibenzazepinone and benzodiazepine groups. In one preferred embodiment, the cyclic group defined by W and $-C(H)_pC(=X)-$, forms a cycloalkyl group of the formula:

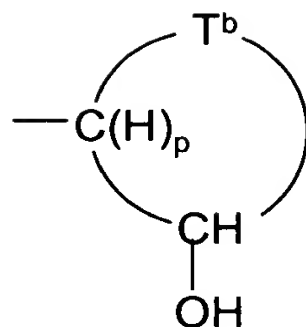


wherein T^b is selected from the group consisting of alkylene and substituted alkylene.--

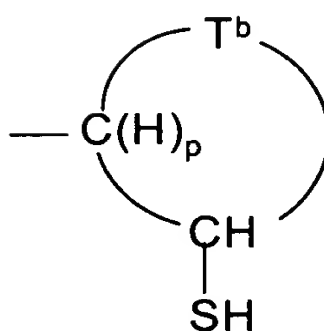
On page 88, second full paragraph (starting on line 8 through page 89, line 8) replace with:

-- In another preferred embodiment, the cyclic group defined by W , together with $-C(H)_pC(=X)-$ is a ring of the formula:

contd.
B4



or



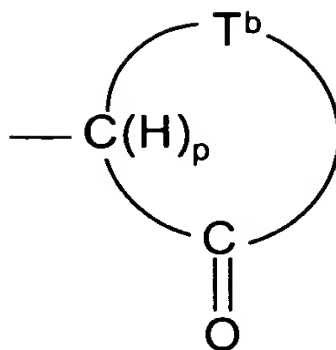
wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

On page 90, second full paragraph (starting at line 9 through page 91, line 10) replace with:

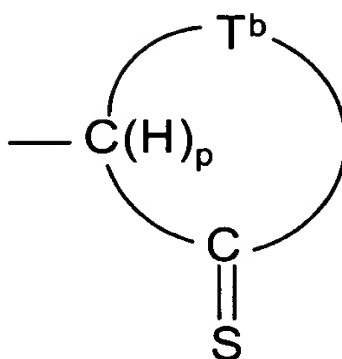
-- Yet another preferred embodiment of the cyclic group defined by W, together with $-C(H)_pC(=X)-$, is a ring of the formula:

B5

contd.
B5



or



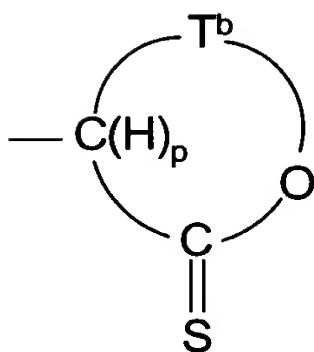
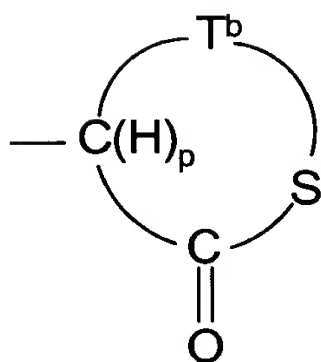
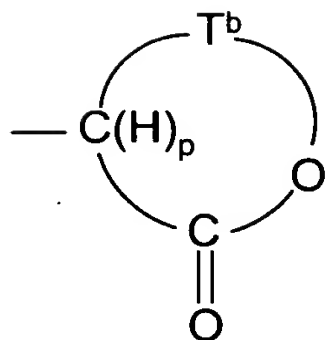
wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

On page 92, second full paragraph (starting at line 7 through page 93, line 37) replace with:

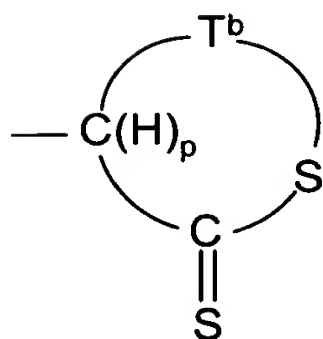
-- In another preferred embodiment, the cyclic group defined by W , together with $-C(H)_pC(=X)-$, forms a ring of the formula:

B6

cont'd
B6



or

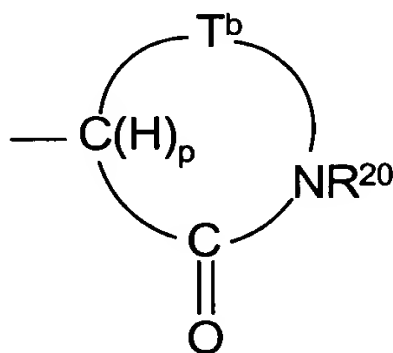


contd
B 6

wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

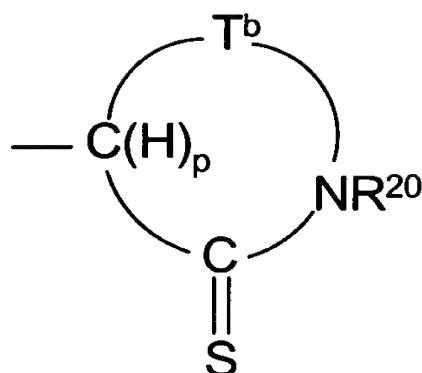
On page 94, second full paragraph (starting on line 20 through page 95, line 30) replace with: ✓

-- In another preferred embodiment, the cyclic group defined by W and $-C(H)_pC(=X)-$, forms a lactam ring of the formula:



or a thiolactam ring of the formula:

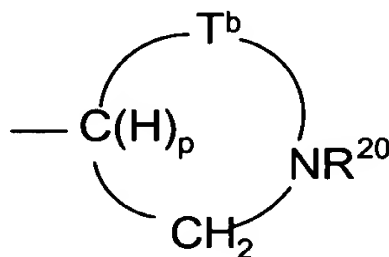
contd.
B 7



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--

On page 99, first paragraph (on lines 1-22) replace with: ✓

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$, forms a ring of the formula:



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a

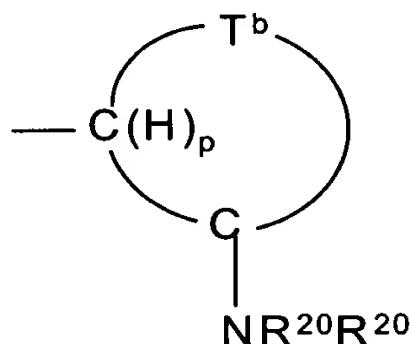
B 8

Page 12

substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3.--

On page 99, second full paragraph (starting at line 24 through page 100, line 10) replace with:

-- A still further preferred embodiment is directed to a ring group defined by W, together with $-C(H)_pC(=X)-$, of the formula:



wherein p is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of $-O-$, $-S-$ and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is $-O-$ or $-S-$, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the $-O-$ or $-S-$, and q is an integer of from 1 to 3.--